

**LAW OFFICES OF
LOUIS E. GITOMER**

LOUIS E. GITOMER
LOU_GITOMER@VERIZON.NET

THE ADAMS BUILDING, SUITE 301
600 BALTIMORE AVENUE
TOWSON, MARYLAND 21204-4022
(202) 466-6532
FAX (410) 332-0885

February 15, 2011

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S W.
Washington, D. C. 20423

RECORDATION NO.

29644-D FILED

FEB 15 '11 -11 19 AM

Dear Ms. Brown:

SURFACE TRANSPORTATION BOARD

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a secondary document, dated as of February 14, 2011. The primary document to which this is connected is recorded under Recordation Number 29644. We request that this document be recorded under Recordation Number 29644-D.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor

Banc of America Leasing & Capital, LLC
2059 Northlake Parkway, 4 South
Tucker, GA 30084

Lessee

Everest Railcar Services, Inc.
1391 Plaza Place, Suite C
Springdale, AR 72764

A description of the equipment covered by the Memorandum of Lease Agreement consists of 25 rail cars numbered HWCX 3251-3275, inclusive.

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue, Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown

February 15, 2011

Page 2

A short summary of the document to appear in the index follows. a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Everest Railcar Services, Inc., 1391 Plaza Place, Suite C, Springdale, AR 72764, covering 25 rail cars numbered HWCX 3251-3275, inclusive.

Very Truly Yours,


Louis E Gitomer

Enclosure

RECORDATION NO. 29644-1 FILED

FEB 15 '11 -11 19 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

dated as of February 14, 2011

between

EVEREST RAILCAR SERVICES, INC.,
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC
as Lessor .

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U S C
§11301

on _____, 2011 at _____ m.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 14, 2011, by and between EVEREST RAILCAR SERVICES, INC ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

- 1 Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars")

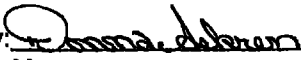
All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of January 6, 2011, and Schedule No. 003 thereto and incorporating the terms thereof, dated as of February 07, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.
- 2 The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
- 3 The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

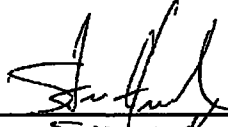
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written

BANC OF AMERICA LEASING & CAPITAL, LLC

By: 
Name: Donna Askren
Title: Assistant Vice President

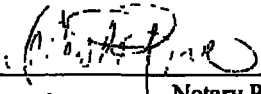
EVEREST RAILCAR SERVICES, INC.

By: 
Name: STEVEN HERLIHY
Title: President

STATE OF Georgia)
COUNTY OF DeKalb) ss.

I HEREBY CERTIFY, that on this 14 day of February, 2011, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Derek A. Kiser, who acknowledged himself to be the Assistant Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Assistant Vice President of said company by signing the name of the company by himself as the Assistant Vice President.

AS WITNESS my hand and notarial seal



Notary Public

My commission expires: 3/1/11.

STATE OF Kansas)
COUNTY OF Leavenworth) ss.

I HEREBY CERTIFY, that on this 8th day of February, 2011, before me, the undersigned, a Notary Public of the State of Kansas, personally appeared Steven Hendricks, who acknowledged himself to be the President of EVEREST RAILCAR SERVICES, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized President of said company by signing the name of the company by himself as the President.

AS WITNESS my hand and notarial seal

[Signature]
Notary Public

My commission expires Nov 16, 2015.

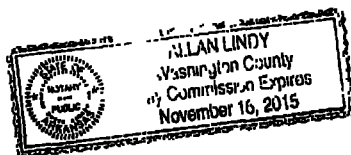


EXHIBIT A
TO MEMORANDUM OF LEASE AGREEMENT
DATED AS OF _____, 201

Prev Mark	Prev Num	Curr Mark	Curr Num
		HWCX	003251
		HWCX	003252
		HWCX	003253
		HWCX	003254
		HWCX	003255
		HWCX	003256
		HWCX	003257
		HWCX	003258
		HWCX	003259
		HWCX	003260
		HWCX	003261
		HWCX	003262
		HWCX	003263
		HWCX	003264
		HWCX	003265
		HWCX	003266
		HWCX	003267
		HWCX	003268
		HWCX	003269
		HWCX	003270
		HWCX	003271
		HWCX	003272
		HWCX	003273
		HWCX	003274
		HWCX	003275